

21-40367

SEC Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid

(6/99) **OMB control number.**

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of 000 the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response... 1

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix	Serial						
	:						
DATE RE	CEIVED						

Name of Offering (check if this is an SERIES C PREFERRED STO Filing Under (Check box(es) that	OCK AND SER	IES C WA	RRANTS	nværsumnvamas amarværmittittettil de 1070s of 1040s deels	Rú AS CA Rússin de Milliothansen sens værsteration.		
apply):	[] Rule 504 [] Rule 505	[X] Kulé 506	[] Section 4(6)	[]ULOE		
Type of Filing: [X] New Filing [] Am	endment				PROCESSI		
	A. BASIC IDENT	IFICATION I	DATA		FEB 2 7 2002		
1. Enter the information requested a	Enter the information requested about the issuer						
Name of Issuer (check if this is an a Westhill Partners, Inc.	amendment and n	ame has cha	anged, and indi	cate change.)	FINANCIAL		
Address of Executive Offices (Num Area Code) 212 W. 35th Street, 4th Floor New York, N.Y. 10001 212-279-4410	ber and Street, Ci	ity, State, Zip	Code) Telepho	one Number (In	cluding		
Address of Principal Business Oper (Including Area Code) (if different from Executive Offices)	rations (Number a	and Street, C	ity, State, Zip C	ode) Telephone	e Number		



Brief Description of Busi Public relations of		chnology.	
Type of Business Organ	ization	т с 1960 год описно подот с 1944 вод описно вод с под режирания от от отпосто рего вод об вод от от верх вод и выдывать от	O TO TO THE BEAM OF THE PARTY OF THE STATE O
[X] corporation	[] limited par	tnership, already formed	[] other (please specify):
[] business trust	[] limited par	tnership, to be formed	
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Actual or Estimated Date Organization:	e of Incorporation or	January 26, 1998	[X] Actual [] Estimated
			Service abbreviation for State:
GENERAL INSTRUCTION	ONS	онде <mark>и с поверия</mark> ни при от не обил по том от посто подоставления посто от сторования и том от сторования в сторования в от не надавления в от не	тин том, а данны чене чене чене мене не

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that [] Promoter [x] Beneficial Owner [x] Executive Officer Apply:	[x] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Edward Reilly	antini ti anta a da dala dala di dala di dala da	
Business or Residence Address (Number and Street, City, State, Zip Code) 212 W. 35th Street, 4th Floor, New York, N.Y. 10001		
Check Box(es) that [] Promoter [] Beneficial Owner [] Executive Officer Apply:	[x] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Leone, Richard C.	meren anna e garantana (a ggagana), gu va va anna maran	and the state of t
Business or Residence Address (Number and Street, City, State, Zip Code) 41 E. 70th Street, New York, NY 10021	non or our reason and a second of the second	
Check Box(es) that [] Promoter [x] Beneficial Owner [] Executive Officer Apply:	[x] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Solomon, Adam		
Business or Residence Address (Number and Street, City, State, Zip Code) 280 Park Avenue, Suite 3900, West Bldg, New York, NY 10017	TO THE STREET OF STREET ASSESSMENT OF STREET	rom gen appendage from his controls a surgery of a property of the second
Check Box(es) that [] Promoter [x] Beneficial Owner [] Executive Officer Apply:	[x] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Watters, Michael J.	intradicio comenciamente e colonia del <mark>Selección del Sentenci</mark> o.	enterententente da entre 1988 habi barba Arma, amangama e - a a a a a a a a a a a a a
Business or Residence Address (Number and Street, City, State, Zip Code) Unit 501. The Chateau, 17 Chateau Lane, Avon, CO 81620		
Check Box(es) that [] Promoter [] Beneficial Owner [] Executive Officer Apply:	[x] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Kaden, Lewis		AND DO SHARE THE STATE OF THE S
Business or Residence Address (Number and Street, City, State, Zip Code) 450 Lexington Avenue, 28th Floor, New York, NY 10017		
Check Box(es) that [] Promoter [] Beneficial Owner [x] Executive Officer Apply:	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Gilbert, Joshua	and a stand of the Medical Conference of Conference of the standard of the sta	Mayor - 100 mg 1
Business or Residence Address (Number and Street, City, State, Zip Code) 212 W. 35th Street, 4th Floor, New York, N.Y. 10001	a a marina de la composición d	www.combineneeronaeronaeronaeronaeronaeronaeronae

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Туре	of Securi	ity								Aggre Offer Price	ing	Amount Already Sold
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Equity	·					••••••						
[] Cor	nmon [X] Preferr	ed							2,288	3,935	2,288.935
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Other	(Specify		*****			····).			U		U

Total		
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Aggregate Dollar
	Number	
Accredited Investors	12	Purchases N.A.
Non-accredited Investors	0	0
Total (for filings under Rule 504 only)		
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of	Dollar
Type of offering Rule 505	Security	Amount Sold
Regulation A		
Rule 504		
Total		
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to		

organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Working capital

Total Payments Listed (column totals added)

Other (specify):

Column Totals

estimate and official title box to the fort of the estimate.			
Transfer Agent's Fees		[]	\$0
Printing and Engraving Costs		[]	\$0
Legal Fees		[x] \$2	5,000
Accounting Fees		[x]	\$0
Engineering Fees]	[]	\$0
Sales Commissions (specify finders' fees separately) Other Expenses (identify) Warrants issued as finders fee - no cash expenditure Total	!	[]	\$0 \$0
		[Λ] ΨΖ	5,000
b. Enter the difference between the aggregate offering price given in response to Pa Question 1 and total expenses furnished in response to Part C - Question 4.a. This c is the "adjusted gross proceeds to the issuer."		(\$25	,000)
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.			
	Payments to		
Salaries and fees	Officers, Directors, & Affiliates []\$0		
	[]\$0	[]\$0	
and equipment	[]\$0	[]\$0)
Construction or leasing of plant buildings and facilities	[]\$0	[]\$0)
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer	[]\$0	[]\$0)

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D. FEDERAL SIGNATURE	7 - 2937 h g - 137 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. I notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to to the U.S. Securities and Exchange Commission, upon written request of its staff, the informatio furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	furnish
Issuer (Print or Type) Westhill Partners, Inc. Signature Bull Date January	0, 2002
Name of Signer (Print or Type) Edward Reilly Title of Signer (Print or Type) President	
ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (Se U.S.C. 1001.)	e 18
E. STATE SIGNATURE	varr - Novo (0.200 a.v. var.) (0.200 a.v.
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No

- See Appendix, Column 5, for state response.
- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Name of Signer (Print or Type)	Title (Print or Type)	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2						5 Disqualii under St		
Total Control of the	Intend to s to non-acc investors (Part B-Ite	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	amount pur	Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors		Number of Non- Accredited Investors	Amount	Yes	No
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